



RGB International Bhd. (603831-K)
(Incorporated in Malaysia)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

(Last Revision Date: 17 April 2018)

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A. TERMS OF REFERENCE

- 1 **Membership**
The members of the Committee shall comprise wholly of Non-Executive Directors, a majority of whom shall be independent, and number at least 3. In the event of any vacancy in the Committee, the Board must fill the vacancy within 3 months and appoint such number of new members as may be required to make up the minimum of 3 members.
- 2 **Chairman**
The Chairman of the Committee shall be appointed by the Board.
- 3 **Secretary**
The Secretary of the Committee shall be the Company Secretary or any other persons appointed by the Committee from time to time.

B. MEETINGS

- 1 **Attendance**
The Executive Directors or any other person(s) may be invited by the Committee to attend its meetings as may be deemed necessary to assist in its deliberations.
- 2 **Frequency of meetings**
The Committee shall meet at least once a year. Additional meetings may be held as and when necessary.
- 3 **Quorum**
The quorum of the Committee shall be at least 2 members.
- 4 **Minutes of meeting**
The minutes of the Committee shall be circulated to all members of the Board.
- 5 **Advisors**
The Committee is authorised by the Board to appoint professional advisors and to seek appropriate professional advice inside and outside of the Group as and when it considers this necessary.

C. FUNCTIONS AND RESPONSIBILITY

- 1 To review and recommend to the Board of Directors the policy framework and remuneration structure for Executive and Non-Executive Directors as well as senior management.
- 2 To review and present recommendations to the Board regarding the remuneration and conditions of service of the Executive Directors and senior management, in all its form including the grant of entitlement under any share schemes.
- 3 To review indemnity and liability insurance policies for the Directors and Officers of the Group.